

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of HKC (Holdings) Limited nor is it a solicitation of any vote or approval in any jurisdiction.



HKC (HOLDINGS) LIMITED

香港建設(控股)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 190)

(website: www.hkcholdings.com)

PROFIT WARNING

This announcement is made by the Company pursuant to Rule 13.09(2) of the Listing Rules and Inside Information Provisions under Part XIVA of the SFO.

The Board wishes to inform the Shareholders and potential investors that based on the unaudited consolidated accounts of the Group for the year ended 31 December 2020, the Group is expected to record an over 35% decrease in the consolidated net profit for the year ended 31 December 2020 as compared to the audited consolidated net profit of approximately HK\$377.5 million for the previous corresponding period ended 31 December 2019. Such decrease is mainly due to a drop in the value of the Group's investment properties caused by the outbreak of Coronavirus Disease 2019.

The information contained in this announcement is based on a preliminary assessment on the unaudited consolidated accounts of the Group for the year ended 31 December 2020 and the information currently available to the Board. The Company is still in the process of finalising its results for the year ended 31 December 2020 and the same will be subject to review by the Company's auditors. Shareholders and potential investors are advised to read carefully the annual results announcement of the Company for the year ended 31 December 2020 which is expected to be published by mid-March 2021.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company. If in doubt, they should consult their own professional advisers.

This announcement is made by HKC (Holdings) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (the “**SFO**”).

Reference is made to the announcement (the “**Rule 3.5 Announcement**”) jointly issued by the Company and Genesis Ventures Limited (the “**Offeror**”) dated 17 January 2021 in relation to, among other things, the proposed privatisation of the Company by the Offeror by way of a scheme of arrangement under Section 99 of the Companies Act 1981 of Bermuda.

The board of directors of the Company (the “**Board**”) wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that based on the unaudited consolidated accounts of the Group for the year ended 31 December 2020, the Group is expected to record an over 35% decrease in the consolidated net profit for the year ended 31 December 2020 as compared to the audited consolidated net profit of approximately HK\$377.5 million for the previous corresponding period ended 31 December 2019. Such decrease is mainly due to a drop in the value of the Group’s investment properties caused by the outbreak of Coronavirus Disease 2019.

The information contained in this announcement is based on a preliminary assessment on the unaudited consolidated accounts of the Group for the year ended 31 December 2020 and the information currently available to the Board. The Company is still in the process of finalising its results for the year ended 31 December 2020 and the same will be subject to review by the Company’s auditors. Shareholders and potential investors are advised to read carefully the annual results announcement of the Company for the year ended 31 December 2020 which is expected to be published by mid-March 2021.

The profit warning included in this announcement (the “**Profit Warning**”) constitutes a profit forecast under Rule 10 of The Code on Takeovers and Mergers of Hong Kong (the “**Takeovers Code**”) issued by the Securities and Futures Commission of Hong Kong and would need to be reported on by both the Company’s financial advisers and its auditors or accountants in accordance with Rule 10.4 of the Takeovers Code. In view of the requirements of timely disclosures of inside information under Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO, the Company is required to issue this announcement as soon as practicable and given the time constraints, the Company has encountered genuine practical difficulties (timewise or otherwise) in meeting the reporting requirements set out in Rule 10.4 of the Takeovers Code.

Under Rule 10.4 of the Takeovers Code, if the Profit Warning is published first in an announcement, it must be repeated in full, together with the reports from the Company’s financial advisers and auditors or accountants on the said profit forecast, in the next document to be sent to the Shareholders (the “**Shareholders’ Document**”). However, if the audited annual results of the Company for the year ended 31 December 2020 (which fall within the ambit of Rule 10.9 of the Takeovers Code) are published prior to the despatch of the next Shareholders’ Document and the relevant results together with the notes to the financial statements are incorporated by reference in the next Shareholders’ Document, the requirements to report on Profit Warning under Rule 10.4 of the Takeovers Code will no longer apply.

WARNING: Shareholders and potential investors of the Company should note that the Profit Warning has not been reported on in accordance with the requirements under Rule 10 of the Takeovers Code and does not meet the standard required by Rule 10 of the Takeovers Code. Shareholders and potential investors of the Company should therefore exercise caution in placing reliance on Profit Warning in assessing the merits and demerits of the Proposal (as defined in the Rule 3.5 Announcement). Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

By order of the Board
HKC (HOLDINGS) LIMITED
OEI Kang, Eric
Chairman and Chief Executive Officer

Hong Kong, 4 March 2021

As at the date of this announcement, the Board comprises seven directors, of which Mr. OEI Kang, Eric, Mr. LEE Shiu Yee, Daniel, Mr. WONG Jake Leong, Sammy and Mr. LEUNG Wing Sum, Samuel are executive directors; and Mr. CHENG Yuk Wo, Mr. Albert Thomas DA ROSA, Junior and Mr. VOON Hian-fook, David are independent non-executive directors.

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

** For identification purposes only*